

MEMORANDUM OF LEASE

Pursuant to R 14 of the Lease

This is a Memorandum of Lease for the Lease executed on **6/24/2004**, between **Subway Real Estate Corp.** a corporation organized under the laws of the State of Delaware, having its principal office at 325 Bic Drive, Milford, CT 06460, hereinafter called "the Tenant," and **Hacks Cross Commercial Center, LLC**, having its principal office at: **6208 Highway 305, Olive Branch, MS 38654** hereinafter called "the Landlord."

For the purpose of this document and/or the Lease, as well as any exhibits/schedules executed by the Landlord and Tenant, if applicable, the terms "Landlord" and "Lessor" or "Tenant" and "Lessee" as used shall be deemed synonymous.

The Landlord leases to the Tenant the premises as described in the Lease:

1. Premises:

Store Number: **25191** approximately: **1800** Square Feet.

Located at: **7685 Hacks Cross Rd, Olive Branch, MS, 38654**

State of: **MS** County of: **DE SOTO**

2. Term:

The Lease is for a term of **5 years** to commence on **9/1/2004** and terminate on **8/31/2009**.

3. Renewal (Option) Periods:

The Tenant shall have the right to renew this lease for: **1 - 5 year** option(s)

Within ten (10) days of the expiration or earlier termination of this lease, Tenant, upon Landlord's request, shall deliver to Landlord an executed Memorandum of Termination of Lease.

Landlord and Tenant agree that any conflict between the terms of the Master Lease and the provisions of this Memorandum of Lease shall be resolved in favor of this Memorandum of Lease.

Prepared by, and return to:
Subway Real Estate Corp.
R. Asper, Lease Recording
325 Bic Drive ~ Milford, CT 06460
800-888-4848, Ext. 1435

In Witness whereof the "Landlord" has hereunto executed this document this 8th day of December, 2004.

Landlord: Hackles Cross Commercial Center, LLC

[Signature]
Signature

David L. Kelly
Print

Manager
Title:

12.8.04
Date

[Signature]
Witness

Rachel Brannigan
Witness

Melody E. Lewis
Print

Rachel Brannigan
Print

STATE OF Mississippi

COUNTY OF DeSoto

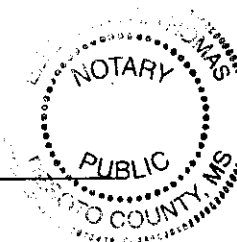
On this the 8th day of December in the Year 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared

David L. Kelly
personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledge to me that he/she/they executed the same in his/her, their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

[Signature]
Notary Public

(Notarial Seal)

My Commission expires _____



Notary Public State of Mississippi
At Large
My Commission Expires
October 29, 2006
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

Prepared by, and return to:
Subway Real Estate Corp.
325 Bic Drive - Milford, CT 06460

Acknowledgement – Tenant - general

In Witness Whereof the "Tenant" has hereunto executed this document this 15th
day of December, 2004.

Tenant: Subway Real Estate Corp.

[Signature]
John C. Devine, Its: Vice President

[Signature]
Witness

Kim Wagner
Print

[Signature]
Witness

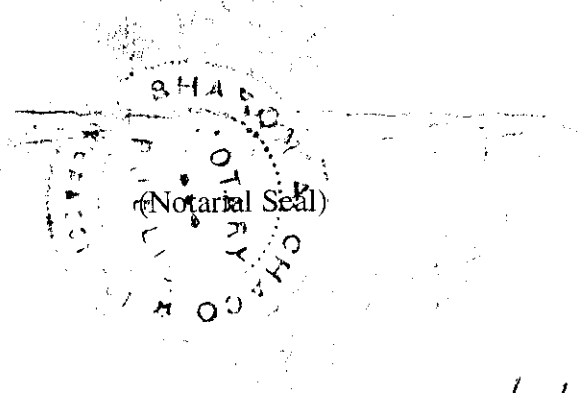
Gwendolyn Beasley
Print

STATE OF CONNECTICUT

COUNTY OF NEW HAVEN

On this the 15th day of December in the Year 2004,
before me, the undersigned, a Notary Public in and for said State, personally appeared
John C. Devine, Vice President of Subway Real Estate Corp., personally known to me or
proved to me on the basis of satisfactory evidence to be the individual whose name is
subscribed to the within instrument and acknowledge to me that he executed the same in
his capacity, and that by his signature on the instrument, the individual, or the person
upon behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public



My Commission expires 4/30/07

Prepared by, and return to:
Subway Real Estate Corp.
325 Bic Drive ~ Milford, CT 06460